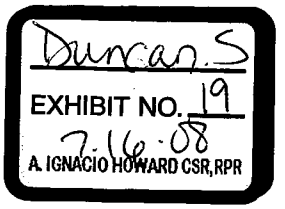
From: Kim, James
Sent: Saturday, October 7, 2006 7:19 PM
To: Scarborough, Chris <cscarbor@credit-suisse.com>; Maurus, Zach <zmaurus@credit-suisse.com>
Subject: Project Snowmass - Oct. Board Materials_v8.PPT
Attach: Project Snowmass - Oct. Board Materials_v8.PPT

Scarby/Zach. Attached is a draft of the materials. I'm around to discuss.

Thx,
James

<<...>>



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Project Snowmass

IBC Materials

October 9, 2006

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PRELIMINARY | SUBJECT TO FURTHER REVIEW AND EVALUATION

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Summary of Key Transaction Terms

Based on Draft Merger Agreement as of October 6, 2006

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Summary of Terms

- $1.65 billion of Green Class A Common Stock in exchange for all shares, options, warrants and other equity interests of Yellow
- One year indemnification period, with certain customary carveouts
  - Liability for breaches is limited to [20%] of the aggregate consideration
  - Escrow of [10%] of the aggregate consideration
- Expected to sign and publicly announce after market on October 9
- Closing anticipated in 30 to 45 days

Summary of Statistics

($MM)

	Illustrative Yellow Txn Statistics	Green Street Statistics [3]
TRANSACTION VALUES		
Fully-Diluted Equity Value	$1,650	$132,299
- Net Cash [1]	0	(10,840)
Fully-Diluted Aggregate Value	1,650	121,458
IMPLIED VALUATION MULTIPLES		
Revenue	*Statistic* [2]	
CY2007E	*$150*	11.0x	12.3x
CY2008E	*299*	5.5	8.7
EBITDA		
CY2007E	*$67*	24.5x	19.6x
CY2008E	*144*	11.5	15.3
NOPAT		
CY2007E	*$34*	48.4x	31.3x
CY2008E	*78*	21.2	25.2

(1) Based on Green management data provided October 6, 2006.
(2) Yellow projections based on Green Management data provided October 7, 2006.
(3) Based on Green stock price of $420.50 as of October 6, 2006. Projections based on Thomas Weisel analyst research dated September 14, 2006 and consensus estimates for 2007 and 2008, respectively.

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Summary of Valuation Analyses

Update Football Field Last
- To discuss IPO Analysis

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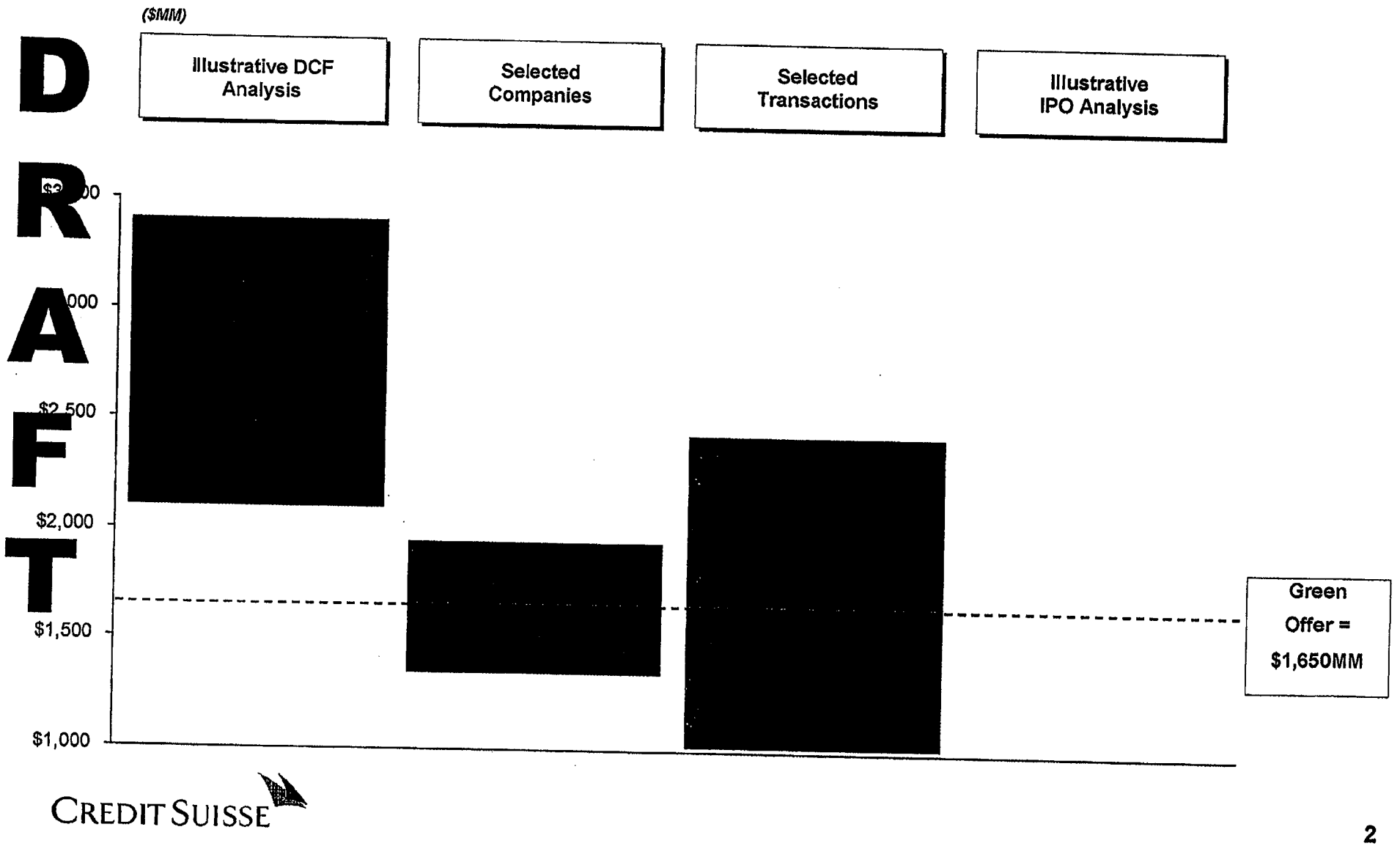

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Yellow Company Overview

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Company Overview

Status: Private

Headquarters: San Mateo, CA

Founded: 2005

Executives

Management

Name	Title	Background
Chad Hurley	CEO	Executive, Paypal
Steve Chen	CTO	Executive, Paypal
Gideon Yu	CFO	Treasurer, Yahoo!

Financing History

Round	Round Type	Date	Amount Raised ($MM)	Post-Money Valuation ($MM)	Company Stage
1	1st	11/05	$3.5	NA	Shipping Product
2	2nd	4/06	8.0	NA	Shipping Product

Investors include: Sequoia Capital

Product Overview

Yellow is a place for people to share, comment on, and view videos online. Yellow originally started as a personal video sharing service, and has grown into an entertainment destination with people watching more than 100 million videos on the site daily. Yellow enables people to:

- Upload, tag and share videos worldwide
- Browse millions of original videos uploaded by community members
- Find, join and create video groups to connect with people who have similar interests
- Customize the experience by subscribing to member videos, saving favorites, and creating playlists
- Integrate Yellow videos on websites using video embeds or APIs
- Make videos public or private - users can elect to broadcast their videos publicly or share them privately with friends and family upon upload

Recent News

September 20, 2006 - Announced Cingular-sponsored promotion to discover unsigned bands and musicians.

September 18, 2006 - Announced video distribution and revenue partnership with Warner Music Group.

August 22, 2006 – Unveiled new advertising concepts—Participatory Video Ads (PVA) and Brand Channels—to encourage dialogue between community and marketers. Yellow names their first Brand Channel partner, Warner Brothers Records, and designates a channel for Paris Hilton to promote her debut album Paris

May 10, 2006 – Launched a service that allows people to upload videos directly from their mobile phones and PDAs to the Yellow Web site.

June 27, 2006 - Announced a strategic partnership that will combine NBC's programming with Yellow's audience.

May 10, 2006 - Launched a service that allows people to upload videos directly from their mobile phones and PDAs to the Yellow Web site

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Yellow Company Overview *(continued)*

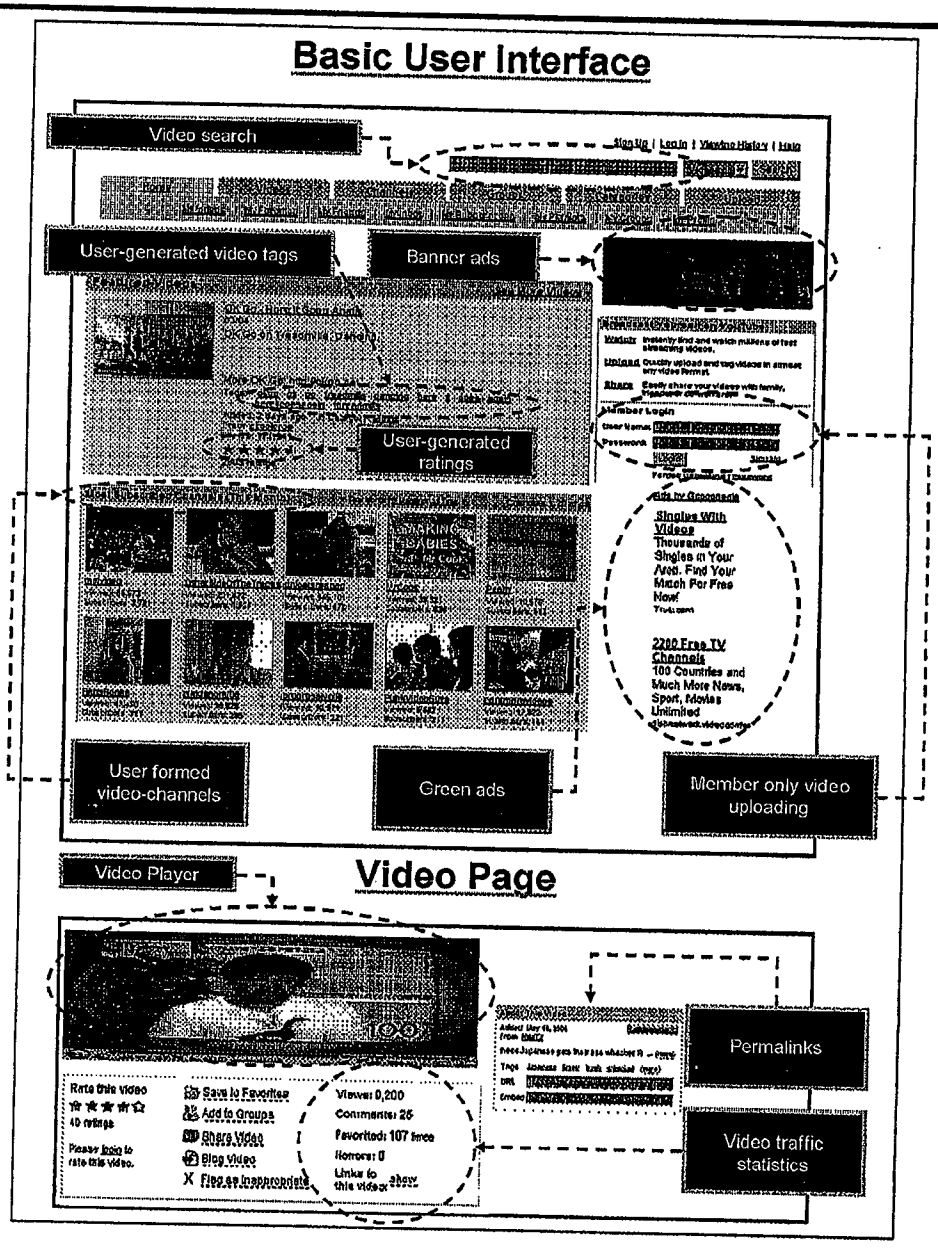
Key Metrics

Metric	Metric		Rank (1)
	October 2005	July 2006	
Total Unique Users	0.7MM	16.1MM	3
Total Pages Viewed	10MM	661MM	1
Average Minutes Per Visitor	11.6 min	33.7 min	1

(1) Rank within online video space. Based on July 2006 metric per Comscore Media Metrix

- Current number of videos viewed daily: 180MM
- Current number of videos uploaded daily: 100,000

Source: Yellow Management date provided October 6, 2006.



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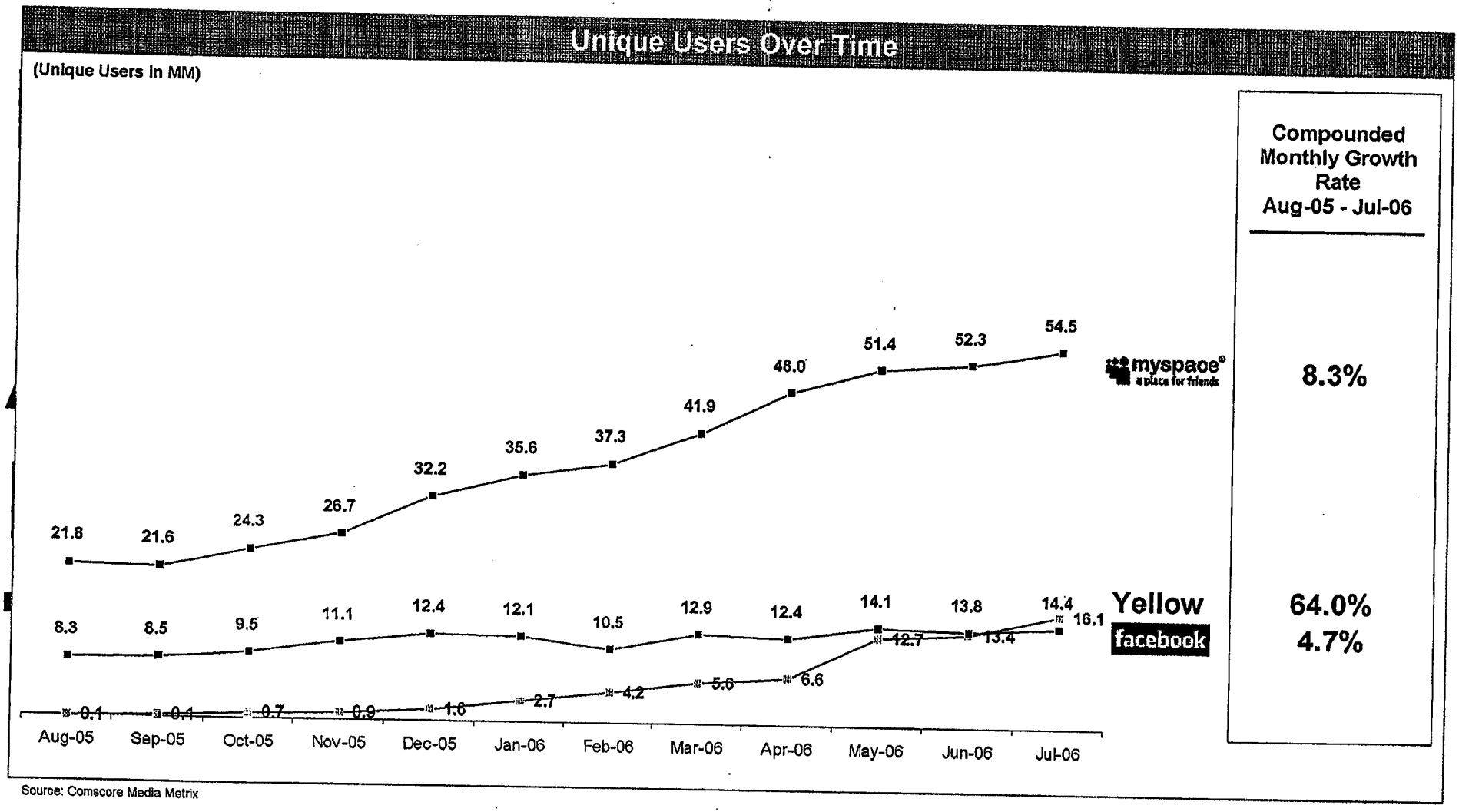
Benchmarking User Growth



Source: Comscore Media Metrix

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Online Video Market Forecasts

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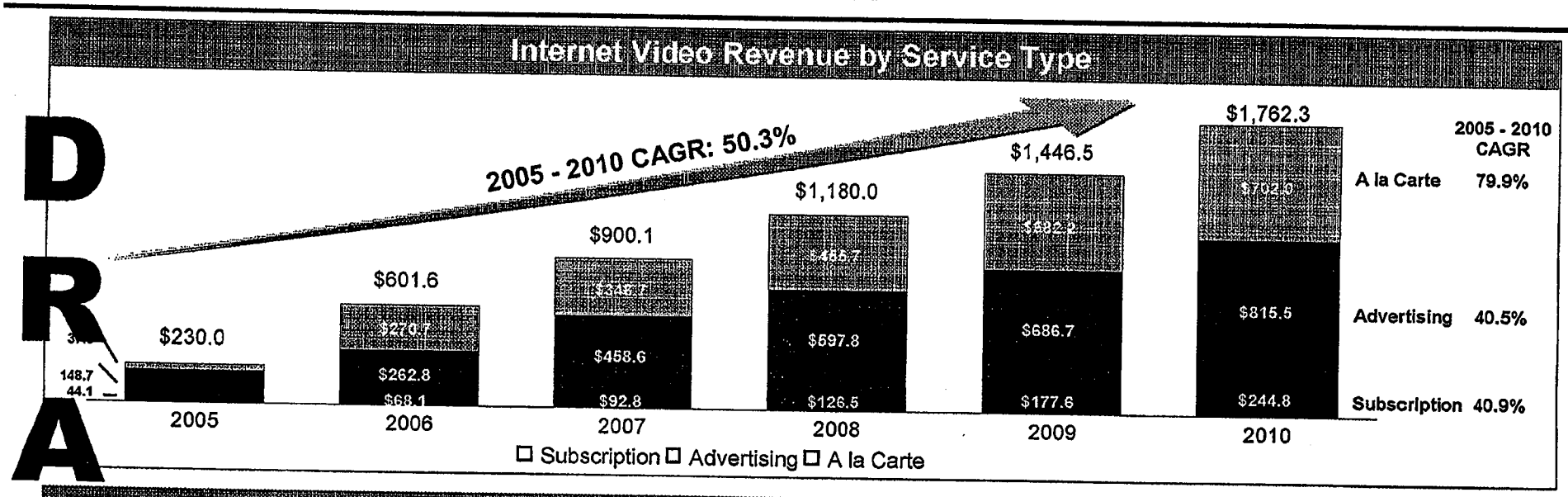

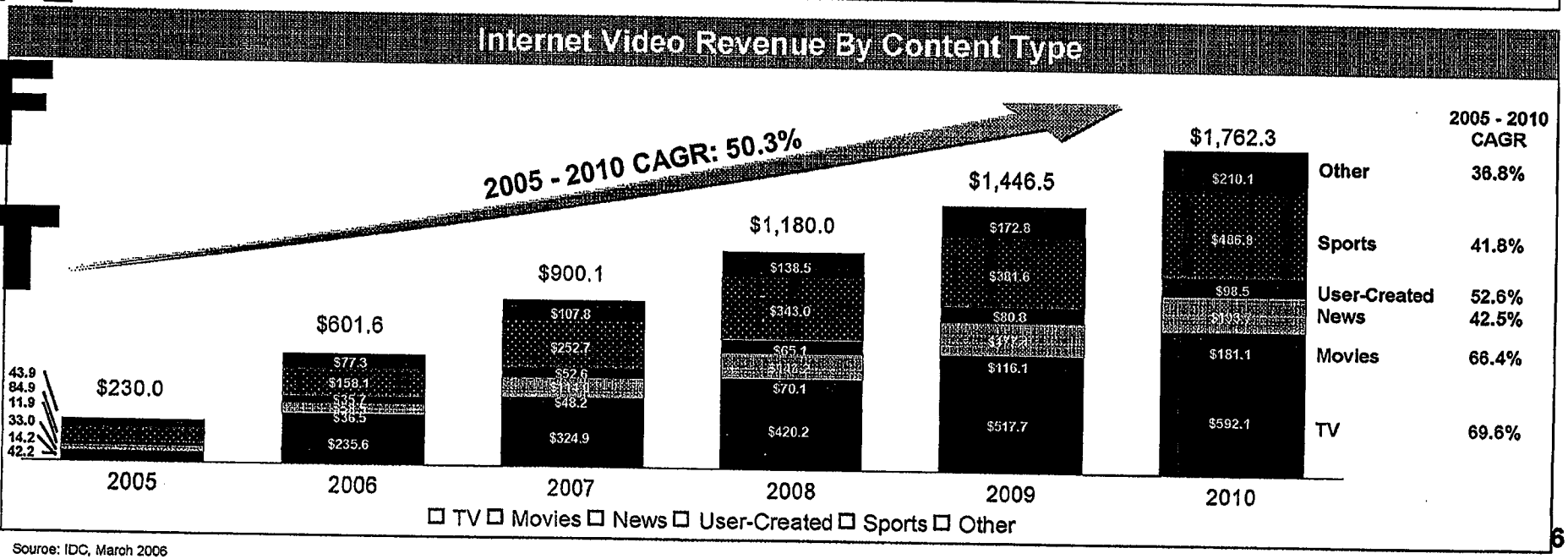

Source: IDC, March 2006

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Transaction Rationale and Positioning

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- **Enables Green to catapult to the clear number one position in online video**
  - Online video has been a top priority for Green and they have not been able to gain meaningful traction with their stand alone efforts
  - Yellow has consistently extended its leadership position over Green and all other online players in 2006
- **Numerous revenue and cost synergies will drive increasing profits**
  - Green can increase usage of Yellow as part of its network
  - Green can better monetize Yellow's traffic and viewing with its technology and advertiser relationships
  - Green can realize significant cost savings in ad serving, bandwidth and sales
- **Yellow is one of the leading and fastest growing Web 2.0 companies**
  - Company has exhibited tremendous growth and has established a loyal global following
    - There are only a handful of private internet companies exhibiting this type of growth and traction

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Key Revenue Assumptions in Yellow Model

Key Variable	Description / 2007E Traffic Metrics	2011E Traffic Metrics	CPM	Unmonetized Video Traffic
Videos Viewed	▸ Currently, there are ~ 180MM videos viewed per day on Yellow website ▸ Assumes 400MM avg. videos viewed per day in 2007E ▪ 90% of videos viewed are major geographic markets ▪ 13% of videos viewed on partner websites (i.e. MySpace, etc.)	▸ 950MM avg. videos viewed per day by 2011E ▸ CAGR of 24%		
Pages Viewed	▸ Page views on 3 areas of the Yellow website: ▪ Home Page: ~ 10% of total page views ▪ Search Page: ~ 45% of total page views ▪ Watch Page: ~ 45% of total page views ▸ Assumes 1:1 Video Stream to Watch Page ratio ▸ ~ 280BN annual page views in 2007E	▸ 670BN annual page views by 2011E ▸ CAGR of 24%		
Premium Video	▸ 60% of total video streams on Yellow website are Premium ▸ Premium Content is copyrighted content such as movie / TV trailers, music videos, etc. ▸ Assumes 10% of premium content providers allow Yellow to monetize their content in 2007E ▪ 75% sell through on advertising inventory ▪ 50/50 revenue share split (after 10% allocation for expenses - bandwidth, storage, etc.) ▸ ~ 5BN video ad streams sold in 2007E	▸ 50% of premium content providers allow Yellow to monetize their content ▪ 79% sell through on advertising inventory ▸ ~ 64BN annual video ad streams sold ▸ CAGR of 88%	▸ $10 CPM in 2007E ▸ Growing to $13 by 2011E	▸ 63BN premium videos viewed will not serve video ads in 2007E ▸ 99BN in 2011E
High Value Non-Premium Video	▸ 40% of total video streams on Yellow website are Non-Premium ▸ Non-Premium Content is user generated videos and is segmented between high value content and regular content ▸ ~ 2.5% of Non-Premium content can be monetized using video ads in 2007E ▪ Sell through and revenue share assumptions consistent with premium video assumptions ▪ ~ 900MM video ad streams sold in 2007E	▸ ~ 10% of Non-Premium content can be monetized using video ads by 2011E ▸ ~ 8.5BN video ad streams sold by 2011E ▸ CAGR of 78%	▸ CPM of $3 in 2007E ▸ Growing to $5 by 2011E	▸ 45BN annual non-premium videos viewed will not serve video ads in 2007E ▸ 100BN in 2011E
Run of Site Ads	▸ Non-targeted run of site ads served on Search and Watch Pages ▪ 254BN page views in 2007E	▸ 603BN page views by 2011E ▸ CAGR of 24%	▸ CPM of $0.14 ▸ ~$0.50 CPM on GreenMail	
Sponsored Ads	▸ Sponsored advertising on Yellow's home page (i.e. Paris Hilton sponsored by Fox's Prison Break) ▪ Assumes 100% sell through on advertising inventory ▪ 28BN page views in 2007E	▸ 67BN page views by 2011E ▸ CAGR of 24%	▸ CPM of $3 in 2007E, growing to $5 by 2011E ▸ Green estimates that AOL Home Page CPM is ~$5 and YHOO Home Page CPM is ~$3	

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Yellow Long-Term Financial Projections

Financials based on Green Management Case

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($MM)

	Yellow Calendar Year Financial Performance					'07-'11
	2007E	2008E	2009E	2010E	2011E	CAGR
Premium Video	$51	$168	$342	$565	$835	*101%*
High Value Non-Premium Video	3	9	20	35	43	*102%*
Run of Site Ads	36	53	67	77	84	*24%*
Sponsored Ads	85	148	212	274	335	*41%*
Gross Revenue	$174	$379	$640	$950	$1,297	*65%*
Net Revenue [1]	**$150**	**$299**	**$477**	**$681**	**$902**	*57%*
% Growth	*NM*	*99%*	*60%*	*43%*	*33%*	
EBITDA	**67**	**144**	**246**	**374**	**496**	*65%*
% Margins	*45%*	*48%*	*52%*	*55%*	*55%*	
% Growth	*NM*	*128%*	*80%*	*58%*	*33%*	
Less: D&A	15	24	31	34	45	
Operating Income	**52**	**120**	**215**	**340**	**451**	*71%*
% Margins	*35%*	*40%*	*45%*	*50%*	*50%*	
Income Taxes	18	42	75	119	158	
% Tax Rate	*35%*	*35%*	*35%*	*35%*	*35%*	
NOPAT	34	78	140	221	293	*71%*
% Margins	*23%*	*26%*	*29%*	*33%*	*33%*	

Projections based on Green Management data provided October 7, 2006.
(1) Net of partner revenue share expenses.

- **Current headcount of approximately 60 employees growing to ~200 by 2011E**
- **Majority of other operating expenses consist of bandwidth and server costs**
  - ~$3MM in video streaming (bandwidth) costs over the last 6 months

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Selected Companies Trading Statistics

($MM, except per share amounts)

COMPANY (FYE)	Stock Price 10/6/06	Trading Performance Disc. / Prem. to LTM High	Trading Performance Disc. / Prem. to LTM Low	FD Capitalization Equity Market Value	FD Capitalization Aggr. Market Value	P/E Multiples CY06	P/E Multiples CY07	P/E Multiples CY08	FD Aggregate Value / Revenue CY06	Revenue CY07	Revenue CY08	EBITDA CY06	EBITDA CY07	EBITDA CY08	NOPAT CY06	NOPAT CY07	NOPAT CY08	LT Gr. Rate (LTGR)	CY2007 PE / LTGR
Green (Dec.)	$420.50	(10.8%)	42.0%	$132,299	$121,458	42.3x	32.4x	24.9x	17.1x	12.3x	8.7x	26.9x	19.6x	15.3x	42.8x	31.0x	25.2x	34%	10x
Internet Leaders																			
eBay (Dec.)	$29.39	(37.2%)	27.8%	$42,400	$39,045	29.3x	23.6x	17.7x	6.6x	5.3x	4.2x	17.1x	13.5x	10.6x	28.6x	22.8x	22.7x	24%	1.0x
Yahoo! (Dec.) (1)	25.47	(41.3%)	3.3%	37,107	27,377	53.6x	39.1x	29.6x	5.9x	4.7x	3.9x	14.1x	10.6x	9.4x	NM	37.5x	27.0x	28%	1.4x
Amazon.com (Dec.)	32.59	(34.2%)	25.0%	13,899	13,911	NM	46.8x	29.0x	1.3x	1.1x	1.0x	22.0x	17.2x	13.4x	NM	45.1x	31.0x	21%	2.3x
Median		(37.2%)	25.0%			41.4x	31.1x	23.6x	5.9x	4.7x	3.9x	17.1x	13.5x	10.6x	28.6x	37.5x	27.0x	24%	1.4x
Mean		(37.6%)	18.7%			41.4x	36.4x	25.5x	4.6x	3.7x	3.0x	17.7x	13.8x	11.1x	28.6x	35.2x	25.6x	24%	1.6x
Online Content and Consumer Services																			
Monster Worldwide (Dec.)	$39.98	(32.6%)	38.5%	$5,309	$4,860	32.2x	24.6x	19.7x	4.2x	3.5x	3.1x	16.0x	12.5x	10.3x	29.9x	22.6x	17.3x	25%	1.0x
RealNetworks (ex litigation) (Dec.)	11.34	(0.5%)	97.6%	2,119	1,350	NM	45.5x	NA	3.7x	3.1x	2.9x	NM	46.6x	31.9x	11.4x	34.0x	NM	23%	2.0x
Netflix (Dec.)	24.11	(23.9%)	29.8%	1,727	1,385	46.7x	30.4x	18.3x	1.4x	1.0x	0.8x	6.7x	6.2x	NM	NM	30.1x	17.0x	43%	0.7x
CNET Networks (Dec.)	9.85	(37.8%)	35.9%	1,517	1,519	45.4x	32.2x	26.4x	3.9x	3.4x	3.0x	17.1x	13.5x	11.1x	46.4x	47.0x	34.3x	29%	1.1x
Knot (Dec.)	21.17	(4.3%)	99.0%	643	609	51.6x	32.0x	24.6x	8.5x	5.9x	4.5x	42.7x	21.3x	NA	NM	37.0x	14.4x	33%	1.0x
Bankrate (Dec.)	26.91	(48.1%)	12.4%	522	419	29.5x	22.9x	18.0x	5.2x	4.2x	3.4x	14.6x	10.9x	8.2x	28.9x	20.8x	13.9x	29%	0.8x
Median		(28.2%)	37.2%			45.4x	32.2x	19.7x	4.0x	3.4x	3.0x	16.0x	13.0x	10.7x	29.4x	32.0x	17.0x	29%	1.0x
Mean		(24.5%)	52.2%			41.1x	31.3x	21.4x	4.6x	3.5x	2.9x	19.4x	15.5x	15.9x	28.2x	31.9x	19.4x	30%	1.1x

Source: IBES consensus estimates and Wall Street Research

(1) Yahoo! net cash is adjusted to include the market value of Yahoo! ownership in Yahoo! Japan. Assumed 34% of current market capitalization of Yahoo! Japan, with a 20% liquidity discount.

($MM)

	Selected Statistic (2)	Multiple Reference Range Low		High	Implied Equity Value (1) Low		High
BASED ON EBITDA STATISTICS:							
CY2007E	$67	20.0x	-	30.0x	$1,350	-	$2,024
CY2008E	144	11.0	-	17.0	$1,579	-	$2,440
BASED ON NOPAT STATISTICS:							
CY2007E	$34	30.0x	-	50.0x	$1,023	-	$1,706
CY2008E	78	20.0	-	30.0	$1,555	-	$2,332

(1) Assumes Yellow net cash of $0.0MM based on management data provided October 6, 2006.

(2) Yellow projections based upon Green Management provided October 7, 2006.

Implied valuation range of $1.0BN to $2.3BN based on selected company statistics

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Selected Internet Transactions

Consider adding mobile content?

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($MM)

Date	Target	Acquiror	Fully-Diluted Equity Value	Fully-Diluted Agg. Value	Revenue LTM	Revenue NTM	EBITDA LTM	EBITDA NTM
08/09/06	Atom Entertainment	Viacom	$200	$200	NA	NA	NA	NA
04/24/06	Xfire	Viacom	102	102	NA	NA	NA	NA
03/16/06	uSwitch[1]	EW Scripps	366	366	14.6x	8.6x	NA	NA
03/06/06	iVillage	NBC Universal	665	609	6.7x	5.3x	35.9x	21.0x
01/17/06	dMarc Broadcasting[4]	Green	1,238	1,238	NA	NA	NA	NA
12/14/05	PriceGrabber.com	GUS plc	485	485	8.1x	NA	19.4x	NA
09/12/05	Skype [2]	eBay	2,600	2,600	43.3x	13.0x	NA	NA
09/08/05	IGN [1]	News Corp	650	650	11.3x	NA	41.9x	NA
07/18/05	Intermix [1]	News Corp	575	571	7.2x	4.8x	NM	37.4x
06/07/05	Shopzilla [3]	E.W. Scripps	560	560	6.6x	4.0x	28.0x	16.8x
06/01/05	Shopping.com	eBay	667	524	4.9x	3.9x	24.3x	18.9x
05/04/05	LowerMyBills.com	Experian	350	350	2.9x	NA	NA	NA
03/21/05	Ask Jeeves	InterActiveCorp	1,966	1,858	7.1x	4.8x	21.9x	15.8x
03/21/05	Flickr	Yahoo	50	50	NA	NA	NA	NA
02/16/05	About.com	New York Times	410	410	10.0x	NA	30.0x	23.0x
12/16/04	Rent.com	eBay	415	415	10.4x	NA	NA	NA
11/14/04	MarketWatch Inc	Dow Jones & Co	512	456	6.4x	4.8x	52.9x	23.1x
09/14/04	MusicMatch	Yahoo!	160	160	6.5x	NA	NA	NA
08/03/04	Pricerunner.com	ValueClick	29	27	3.7x	NA	16.6x	NA
03/26/04	Kelkoo	Yahoo!	576	556	11.1x	6.2x	37.1x	22.2x
07/08/02	PayPal	eBay	1,532	1,406	10.1x	5.5x	NM	54.9x
Median					**10.0x**	**6.1x**	**30.8x**	**25.9x**
Mean					**7.2x**	**5.1x**	**29.0x**	**22.2x**

Source: Analyst research reports, SEC filings and press releases.
(1) LTM calculated as of June 2005.
(2) Based on estimated CY05 revenues of $60mm and CY06 revenues of $200mm.
(3) LTM calculated as CY04 and NTM calculated as CY05.
(4) Transaction value based on $102MM cash transaction value and includes $1.1BN in contingent payments.

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Selected Transactions Analysis

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($MM)

	Yellow Statistic [2]	Multiple Reference Range Low	-	High	Implied Equity Value [1] Low	-	High
BASED ON FORWARD EBITDA STATISTICS:							
CY2007E	$67	23.0x	-	30.0x	$1,552	-	$2,024
BASED ON FORWARD REVENUE STATISTICS:							
CY2007E	$150	9.0x	-	13.0x	$1,350	-	$1,949

(1) Adjusted for Yellow, net cash of $0.0MM based on management data for the period ended September 30, 2006.
(2) Forward financial statistics for Yellow based on calendar year 2007E financials.

Implied valuation range of $1.4BN to $2.0BN based on selected transaction statistics

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Illustrative Yellow DCF Analysis

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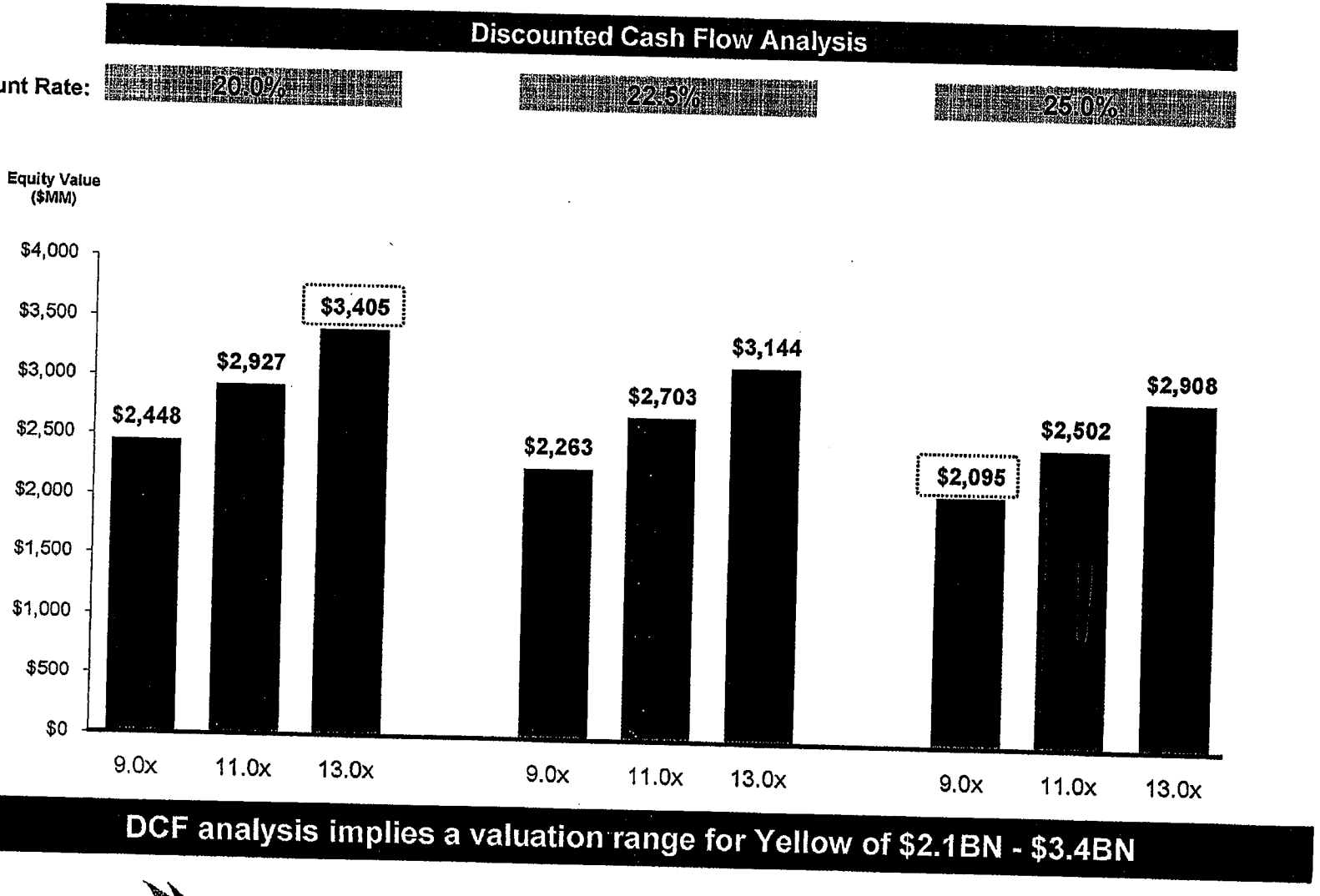

DCF analysis implies a valuation range for Yellow of $2.1BN - $3.4BN

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Illustrative DCF Sensitivity on Financial Performance

Sensitivity based on revenue growth and EBITDA margin

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	Illustrative DCF Valuation Range			
	CY07E - CY11E Revenue CAGR			
CY07 - CY11 CAGR:	$366 25%	$576 40%	$902 57%	$1,406 75%
CY07E -CY11E Average Annual EBITDA Margin %				
40.0%	$834	$1,268	$1,973	$2,963
45.0%	941	1,431	2,225	3,339
52.9%	1,138	1,735	2,703	4,067
55.0%	1,156	1,755	2,729	4,091
60.0%	1,264	1,918	2,981	4,467

Note: Based on a 22.5% discount rate and a 11.0x terminal EBITDA multiple.

[ ] = Denotes base case

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Green Pro Forma Transaction Impact

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($MM, except per share amounts)

Projections [1]	Green CY2007E	Green CY2008E	Yellow CY2007E	Yellow CY2008E
Net Income	$4,294.6	$5,596.3	$35.1	$80.7
EPS	$13.00	$16.94		
Annualized P/E [2]	32.4x	24.8x		
Weighted Average Shares (MM)	330.4	330.4		

Analysis based on Current Green Price. Txn will be based on 30 day avg. prior to close

Trans. Value	Stock Consideration: Green FD Sh. Issued [2] (MM)	Stock Consideration: Yellow FD % Own. [4]	Pro Forma EPS Accretion/(Dilution): CY2007E	Pro Forma EPS Accretion/(Dilution): CY2008E		Pre-Tax Synergies [3] for No Dilution % of Yellow OpEx: CY2007E	Pre-Tax Synergies [3] for No Dilution % of Yellow OpEx: CY2008E	Annualized P/E to Maintain Current Share Price [2]: CY2007E	Annualized P/E to Maintain Current Share Price [2]: CY2008E
$1,650	3.9	1.2%	$12.95	$16.98	PF EPS:	$22	NM	32.5x	24.8x
			(0%)	0%	Accretion/(Dilution):				
$1,136	2.7	0.9%	13.00	17.04		NM	NM	32.4	24.7
			0%	0%					
2,005	4.8	1.5%	12.92	16.94		$38	NM	32.6	24.8
			(0%)	0%					

Note: Does not reflect the potential impact of certain purchase accounting and financial transaction variables including (among others): equity compensation expense, excess purchase price treatment, depreciation and amortization of intangibles, tax charges/benefits and other non-recurring/transaction items.

(1) Yellow projections based on Green Management data provided October 7, 2006. Assumes $1MM and $3MM of interest income in 2007 and 2008, respectively. Green projections based on Thomas Weisel analyst research dated September 14, 2006, and IBES consensus for 2007 and 2008, respectively.

(2) Based on current prices of $420.50 for Green as of October 6, 2006.

(3) Based on Green tax rate of 29.2%.

(4) Based on Green shares outstanding of 304.4MM from 10-Q for the period ended June 30, 2006, and options schedule from 10-Q for the period ended June 30, 2006.

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Appendix

A. Discounted Cash Flow Analysis Detail

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Illustrative Discounted Cash Flow Analysis Detail

Yellow Management Base Case DCF Analysis

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($MM, except per share amounts)

	Yellow Projections					CAGR
	CY2007E	CY2008E	CY2009E	CY2010E	CY2011E (Terminal Yr.)	07E - 11E
Revenue	$150	$299	$477	$681	$902	57%
% Growth	-	*99%*	*60%*	*43%*	*33%*	
EBITDA	67	144	246	374	496	65%
% Margin	*45%*	*48%*	*52%*	*55%*	*55%*	
EBIT	52	120	215	340	451	71%
% Margin	*35%*	*40%*	*45%*	*50%*	*50%*	
Tax Effect	18	42	75	119	158	
Tax Rate	*35%*	*35%*	*35%*	*35%*	*35%*	
NOPAT	34	78	140	221	293	71%
Plus: Depreciation & Amortization	15	24	31	34	45	
% Margin	*10%*	*8%*	*7%*	*5%*	*5%*	
Less: Capital Expenditures	(15)	(24)	(31)	(34)	(45)	
Unlevered Free Cash Flow	**$34**	**$78**	**$140**	**$221**	**$293**	71%
% Growth	-	*128%*	*80%*	*58%*	*33%*	

DCF Assumptions

Income Statement:

- Revenue and margin assumptions based on Green management projections
  - 57% CAGR from 2007E-2011E
  - 35% operating margins in 2007E rising to 50% by 2011E
  - Tax rate of 35%

Cash Flow:

- Management assumes D&A expense equals 10% of sales in 2007E, declining to 5% by terminal year (2011E)
- Capex in-line with D&A expense
- Assumes net working capital does not have a meaningful impact on free cash flow

Discount Rate and Terminal Multiples:

Assumes WACC range of 20 - 25%

- Terminal EBITDA exit multiple of 9 - 13x

	Illustrative Present Value as of December 31, 2006								
Discount Rate:	20.0%			22.5%			25.0%		
Terminal Forward EBITDA Multiple:	9.0x	11.0x	13.0x	9.0x	11.0x	13.0x	9.0x	11.0x	13.0x
Implied Unlevered Net Income Multiple	*15.2x*	*18.6x*	*22.0x*	*15.2x*	*18.6x*	*22.0x*	*15.2x*	*18.6x*	*22.0x*
Implied Perpetuity Growth Rate	*7.8%*	*10.0%*	*11.6%*	*10.2%*	*12.4%*	*14.0%*	*12.6%*	*14.8%*	*16.4%*
PV of Unlevered FCF (CY2007E - CY2010E)	$296	$296	$296	$281	$281	$281	$267	$267	$267
PV of Terminal Value (CY2011E & Beyond)	2,152	2,631	3,109	1,982	2,422	2,863	1,828	2,234	2,640
Implied Aggregate Value	$2,448	$2,927	$3,405	$2,263	$2,703	$3,144	$2,095	$2,502	$2,908
Less: Net Debt/(Cash) [1]	0	0	0	0	0	0	0	0	0
Implied Equity Value	**$2,448**	**$2,927**	**$3,405**	**$2,263**	**$2,703**	**$3,144**	**$2,095**	**$2,502**	**$2,908**
Premium/(Discount) to Offer [3]	*48%*	*77%*	*106%*	*37%*	*64%*	*91%*	*27%*	*52%*	*76%*

(1) Based on Yellow net cash of $0.0MM based on management data provided October 6, 2006.

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Weighted Average Cost of Capital Analysis

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($MM)

Company	Stock Price 10/6/06	FD Capitalization [1]				Beta [2]		Cost of [4]		Size Premium [5]	Current WACC [3,4]	WACC Assuming Varying Levels of Debt/Total Cap [3,4]		
		Equity	Equity %	Debt	Debt %	Equity	Asset [3]	Equity	Asset			0.0%	10.0%	20.0%
Green (Dec.)	$420.50	$132,299	100.0%	$0	0.0%	1.378	1.378	14.6%	14.6%	(0.4%)	14.2%	14.2%	13.7%	13.3%
Internet Leaders														
eBay (Dec.)	$29.39	$42,400	100.0%	$0	0.0%	1.933	1.933	18.5%	18.5%	(0.4%)	18.1%	18.1%	17.5%	16.9%
Yahoo! (Dec.)	25.47	37,107	98.0%	758	2.0%	1.953	1.929	18.6%	18.5%	(0.4%)	18.0%	18.1%	17.5%	16.9%
Amazon.com (Dec.)	32.59	13,899	91.0%	1,367	9.8%	1.933	1.822	18.5%	17.7%	0.7%	17.8%	18.4%	17.8%	17.2%
Median			98.0%		2.0%	1.933	1.929	18.5%	18.5%	(0.4%)	18.0%	18.1%	17.5%	16.9%
Mean			96.3%		4.0%	1.940	1.894	18.5%	18.2%	(0.0%)	18.0%	18.2%	17.6%	17.0%
Online Content and Consumer Services														
Monster Worldwide (Dec.)	$39.98	$5,309	99.6%	$21	0.4%	1.649	1.645	16.5%	16.4%	0.9%	17.3%	17.3%	16.8%	16.3%
RealNetworks (ex litigation) (Dec.)	11.34	2,119	95.5%	100	4.7%	1.410	1.370	14.8%	14.5%	1.5%	15.8%	16.0%	15.5%	15.1%
Netflix (Dec.)	24.11	1,727	100.0%	0	0.0%	1.649	1.649	16.5%	16.5%	1.7%	18.2%	18.2%	17.7%	17.2%
CNET Networks (Dec.)	9.85	1,517	91.4%	143	9.4%	1.933	1.826	18.5%	17.7%	1.7%	18.9%	19.5%	18.9%	18.3%
Knot (Dec.)	21.17	643	100.0%	0	0.0%	1.300	1.300	14.0%	14.0%	2.3%	16.3%	16.3%	15.9%	15.5%
Bankrate (Dec.)	26.91	522	100.0%	0	0.0%	1.649	1.649	16.5%	16.5%	2.8%	19.2%	19.2%	18.7%	18.2%
Median			99.8%		0.2%	1.649	1.647	16.5%	16.5%	1.7%	17.7%	17.8%	17.2%	16.7%
Mean			97.7%		2.4%	1.598	1.573	16.1%	15.9%	1.8%	17.6%	17.8%	17.2%	16.8%
Overall Average			99.6%		0.4%	1.649	1.649							

(1) Converts treated as debt
(2) Based on BARRA research dated October 5, 2006.
(3) Based on marginal tax rate of 38%
(4) Based on twenty-year U.S. Treasury of 4.77% as of October 7, 2006, and equity market risk premium of 7.10%. (Source: Bloomberg)
(5) Size premia based 2006 Ibbotson data.

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Appendix

B. Green Overview

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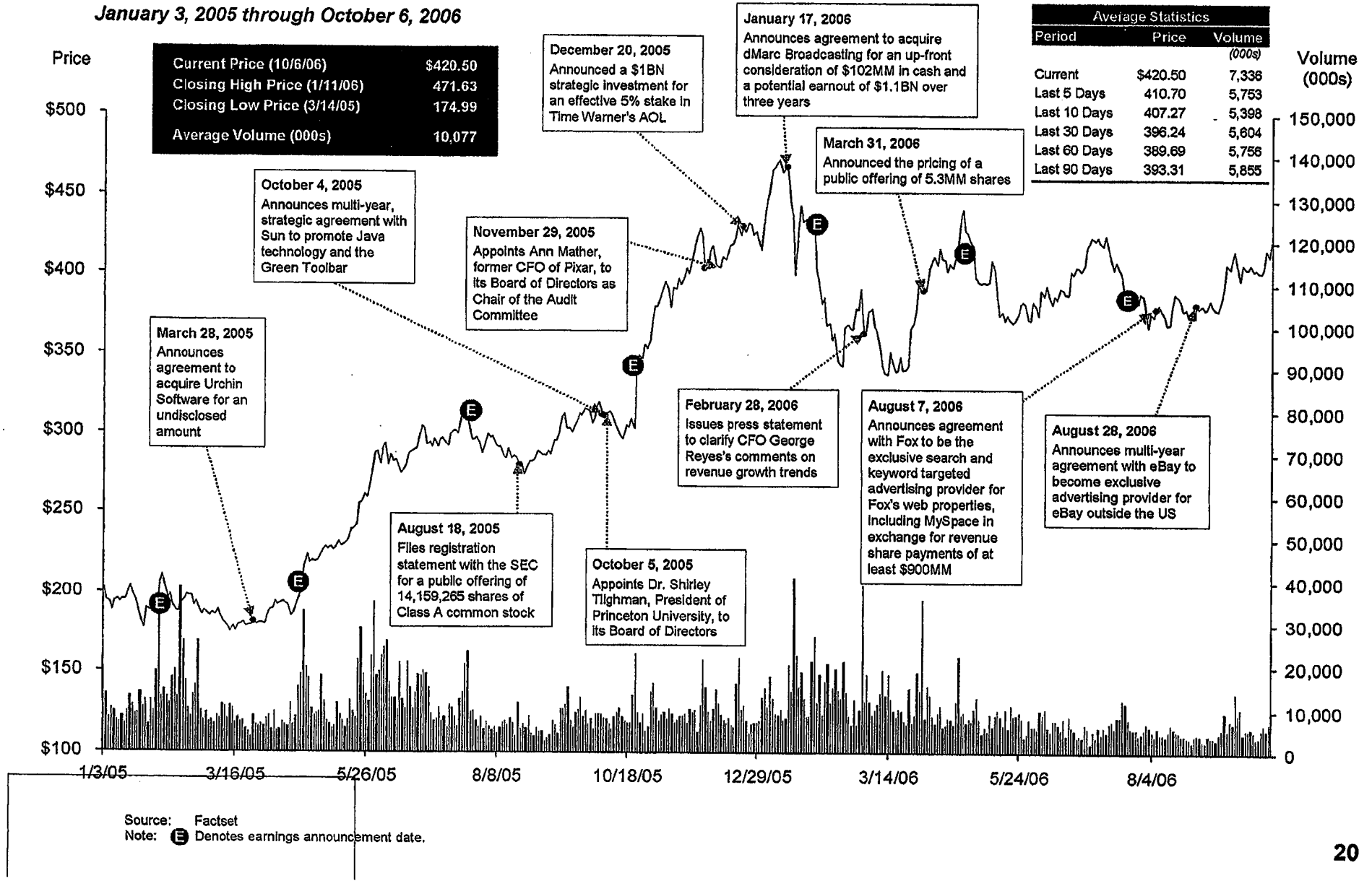
Green Trading Performance

January 3, 2005 through October 6, 2006


Price
Volume (000s)
$500
$450
$400
$350
$300
$250
$200
$150
$100
150,000
140,000
130,000
120,000
110,000
100,000
90,000
80,000
70,000
60,000
50,000
40,000
30,000
20,000
10,000
0
1/3/05
3/16/05
5/26/05
8/8/05
10/18/05
12/29/05
3/14/06
5/24/06
8/4/06
Current Price (10/6/06) $420.50
Closing High Price (1/11/06) 471.63
Closing Low Price (3/14/05) 174.99
Average Volume (000s) 10,077
Average Statistics
Period | Price | Volume (000s)
Current | $420.50 | 7,336
Last 5 Days | 410.70 | 5,753
Last 10 Days | 407.27 | 5,398
Last 30 Days | 396.24 | 5,604
Last 60 Days | 389.69 | 5,756
Last 90 Days | 393.31 | 5,855
March 28, 2005
Announces agreement to acquire Urchin Software for an undisclosed amount
October 4, 2005
Announces multi-year, strategic agreement with Sun to promote Java technology and the Green Toolbar
December 20, 2005
Announced a $1BN strategic investment for an effective 5% stake in Time Warner's AOL
January 17, 2006
Announces agreement to acquire dMarc Broadcasting for an up-front consideration of $102MM in cash and a potential earnout of $1.1BN over three years
March 31, 2006
Announced the pricing of a public offering of 5.3MM shares
November 29, 2005
Appoints Ann Mather, former CFO of Pixar, to its Board of Directors as Chair of the Audit Committee
August 18, 2005
Files registration statement with the SEC for a public offering of 14,159,265 shares of Class A common stock
October 5, 2005
Appoints Dr. Shirley Tilghman, President of Princeton University, to its Board of Directors
February 28, 2006
Issues press statement to clarify CFO George Reyes's comments on revenue growth trends
August 7, 2006
Announces agreement with Fox to be the exclusive search and keyword targeted advertising provider for Fox's web properties, including MySpace in exchange for revenue share payments of at least $900MM
August 28, 2006
Announces multi-year agreement with eBay to become exclusive advertising provider for eBay outside the US

Source: Factset
Note: E Denotes earnings announcement date.

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Green Summary of Analyst Estimates

($MM, except per share amounts)

Date	Company	Recommendation	Price Target	LT Growth Rate (%)	Analyst Estimates for FY Ended December 31, Revenue FY2006E	Revenue FY2007E	Revenue FY2008E	EBITDA FY2006E	EBITDA FY2007E	EBITDA FY2008E	EPS FY2006E	EPS FY2007E	EPS FY2008E
10/6/06	Needham	Buy	$490.00	-	$7,020	$9,556	-	$4,441	$6,023	-	$9.94	$11.55	-
10/5/06	Bear Stearns	Buy	525.00	-	7,033	10,265	$13,520 *	4,433	6,403	$8,542	8.74 *	12.64 *	16.83 *
10/4/06	WR Hambrecht	Buy	455.00	15.0%	7,149	10,819	-	-	-	-	10.23	12.87	-
9/25/06	UBS	Hold	450.00	-	7,054	9,675	-	3,974	5,496 *	-	9.00 *	11.40 *	-
9/19/06	Prudential Equity Group	Buy	520.00	50.0%	7,367	11,414	-	4,031 *	6,241	-	9.12 *	12.94 *	-
9/19/06	Stanford Financial Group	Buy	515.00	-	6,909	9,188	-	4,318	5,661	-	9.94	11.75	-
9/14/06	Thomas Weisel Partners	Buy	-	-	7,103	9,887	-	4,523	6,195	-	9.94	13.00	-
9/14/06	Cowen & Company	Buy	-	32.0%	6,922	9,682	-	4,339	6,221	-	9.58	12.93	-
9/14/06	Piper Jaffray	Buy	600.00	35.0%	7,080	9,923	-	4,414	6,110	-	8.93 *	11.37 *	-
9/13/06	JPMorgan	Buy	-	-	-	-	-	-	-	-	8.71 *	12.28 *	-
9/11/06	RBC Capital Markets	Buy	465.00	48.0%	7,146	10,461	-	4,471	6,430	-	10.16	13.28	-
8/28/06	Global Crown Capital	Buy	500.00	30.0%	6,933	9,827	-	3,921	5,479	-	10.20 *	13.25	-
8/28/06	Oppenheimer	Buy	540.00	-	7,058	10,237	13,274	4,342	6,276	8,153	10.17	14.10	17.59
8/16/06	CIBC World Markets	Buy	525.00	23.0%	7,135	9,668	-	4,418	5,855	-	9.75	12.75	-
8/16/06	Global Equities Research	Strong Buy	-	-	7,471	11,513	16,952	-	-	-	9.91	11.41	14.80 *
8/14/06	Morgan Stanley	Buy	-	-	7,214	10,431	14,014 *	3,873	6,078	9,265 *	10.11 *	13.56	-
8/8/06	Jefferies	Buy	500.00	32.0%	7,060	10,398	14,384	4,470	6,557	9,289	10.04	14.10	19.30
8/8/06	William Blair	Buy	-	30.0%	7,042	9,980	-	4,272 *	5,873 *	-	9.95	12.84	-
8/1/06	Guzman & Company	Underperform	-	-	7,004	9,915	12,603	4,388	5,804	7,250	8.96 *	10.69 *	12.76 *
7/30/06	First Global Stockbroking	Buy	-	-	7,209	9,526	-	-	-	-	10.17	12.74	-
7/27/06	Jackson Securities	Buy	500.00	-	7,389	12,012	-	4,942	8,125	-	10.46	14.52	-
7/24/06	Argus Research	Strong Buy	-	-	-	-	-	-	-	-	9.84	13.20	-
7/24/06	Caris & Company	Strong Buy	-	-	7,275	10,883	14,271	-	-	-	9.97	13.58	17.62
7/24/06	ThinkEquity Partners	Buy	-	-	6,981	9,831	-	4,341	6,011	-	10.30	13.24	-
7/22/06	JMP Securities	Buy	-	-	7,071	10,387	-	3,996 *	5,735 *	-	9.65	13.10	-
7/22/06	Lehman Brothers	Buy	-	-	7,003	10,426	-	4,465	6,522	-	9.90	13.14	-
7/22/06	Merrill Lynch	Strong Buy	-	-	-	-	-	-	-	-	8.75 *	11.46 *	14.44 *
7/22/06	Pacific Crest Securities	Buy	500.00	25.0%	7,254	10,841	-	4,449	6,466	-	9.90	13.28	-
7/22/06	Soleil	Hold	-	-	6,930	9,810	-	-	-	-	9.57	12.55	-
7/22/06	Stifel Nicolaus	Strong Buy	-	-	7,035	10,031	-	4,457	5,763	-	9.94	13.15	-
7/21/06	BMO Capital Markets	Hold	525.00	-	7,409	10,833	-	4,289	6,377	-	10.69 *	14.24	-
7/21/06	Citigroup	Strong Buy	-	-	-	-	-	-	-	-	9.76	12.62	15.92
7/21/06	First Albany	Buy	515.00	40.0%	7,134	10,342	-	4,492	6,367	-	8.99	11.87	-
7/21/06	Goldman Sachs & Co.	Buy	-	-	7,125	10,310	13,578	4,358	6,118	7,907 *	9.76	12.70	16.02
7/21/06	Susquehanna	Buy	-	-	7,050	9,976	-	4,408	5,836	7,133 *	10.09	12.48	13.57 *
7/14/06	American Technology Research	Buy	-	-	7,219	10,887	12,838	4,499	7,038 *	7,022	9.88	13.95	15.18
Median			$507.50	32.0%	$7,075	$10,253	$13,578	$4,416	$6,195	$8,150	$9.94	$13.00	$16.81
FY/E/S Consensus Mean					7,117	10,284	13,986	4,379	6,257	7,923	9.95	13.07	16.94

Source: Bloomberg & Factset.

* Denotes excluded by median and IBES mean statistics.

TWP used for 2007 financial analysis. Consensus used for 2008 financial analysis.

= High estimate

= Low estimate

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Green Summary Income Statement

($MM, except per share amounts)

	Green Quarterly Financial Performance								Green Annual Performance		
	FY2005A				FY2006E				FY Ended December 31,		
	Mar-05A	Jun-05A	Sep-05A	Dec-05A	Mar-06A	Jun-06A	Sep-06E	Dec-06E	2005A	2006E	2007E
Net Revenue	$795	$890	$1,049	$1,290	$1,531	$1,671	$1,800	$2,100	$4,024	$7,103	$9,887
Cost of Goods Sold	83	103	124	147	179	202	218	254	457	853	1,196
Gross Profit	711	787	925	1,144	1,352	1,469	1,582	1,846	3,567	6,250	8,691
R&D	79	96	152	157	174	212	229	249	484	864	1,189
S&M	83	97	105	155	175	182	196	263	440	817	1,167
G&A	57	72	92	114	116	151	153	177	335	596	851
Operating Income	492	523	576	718	888	925	1,005	1,157	2,308	3,973	5,485
Plus: Depreciation	56	67	97	96	141	126	135	148	316	550	710
EBITDA	548	590	672	814	1,029	1,051	1,140	1,305	2,624	4,523	6,195
Interest (Income) / Expense	(14)	(20)	(21)	(70)	(68)	(106)	(107)	(116)	(124)	(397)	(579)
Pretax Income	505	543	596	788	955	1,031	1,111	1,273	2,432	4,370	6,063
Income Taxes	147	162	159	319	258	258	342	394	787	1,252	1,769
Net Income	358	381	437	469	697	772	770	879	1,646	3,118	4,295
EPS	$1.25	$1.33	$1.51	$1.54	$2.29	$2.49	$2.42	$2.73	$5.64	$9.94	$13.00
Average Shares	286.6	287.2	289.7	304.0	304.1	310.0	317.4	322.4	291.9	313.5	330.4
I/B/E/S EPS	-	-	-	-	-	-	$2.42	$2.76	-	$9.95	$13.07
Margins											
Gross Profit	*90%*	*88%*	*88%*	*89%*	*88%*	*88%*	*88%*	*88%*	*89%*	*88%*	*88%*
R&D	*10%*	*11%*	*14%*	*12%*	*11%*	*13%*	*13%*	*12%*	*12%*	*12%*	*12%*
S&M	*10%*	*11%*	*10%*	*12%*	*11%*	*11%*	*11%*	*13%*	*11%*	*11%*	*12%*
G&A	*7%*	*8%*	*9%*	*9%*	*8%*	*9%*	*8%*	*8%*	*8%*	*8%*	*9%*
Operating Income	*62%*	*59%*	*55%*	*56%*	*58%*	*55%*	*56%*	*55%*	*57%*	*56%*	*55%*
EBITDA	*69%*	*66%*	*64%*	*63%*	*67%*	*63%*	*63%*	*62%*	*65%*	*64%*	*63%*
Tax Rate	*29%*	*30%*	*27%*	*40%*	*27%*	*25%*	*31%*	*31%*	*32%*	*29%*	*29%*
Net Income	*45%*	*43%*	*42%*	*36%*	*46%*	*46%*	*43%*	*42%*	*41%*	*44%*	*43%*
Growth Rates											
Revenue Y/Y	*22%*	*27%*	*30%*	*25%*	*93%*	*88%*	*72%*	*63%*	*105%*	*77%*	*39%*
Revenue Q/Q	*(23%)*	*12%*	*18%*	*23%*	*19%*	*9%*	*8%*	*17%*	-	-	-
Operating Income Y/Y	*113%*	*113%*	*106%*	*114%*	*81%*	*77%*	*75%*	*61%*	*106%*	*72%*	*38%*
Operating Income Q/Q	*47%*	*6%*	*10%*	*25%*	*24%*	*4%*	*9%*	*15%*	-	-	-
EPS Y/Y	*421%*	*342%*	*694%*	*117%*	*83%*	*88%*	*61%*	*77%*	*113%*	*76%*	*31%*
EPS Q/Q	*76%*	*6%*	*14%*	*2%*	*48%*	*9%*	*(3%)*	*12%*	-	-	-

Projections based on Thomas Weisel analyst research dated September 14, 2006.

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